



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

0-148A180

MAY 27 1980

May 23, 1980

Date 10 00
Fee \$ 10 00

CC Washington

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11366-A Filed 1425

MAY 27 1980 - 4 10 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
MAY 27 4 02 PM '80
I.C.C.
FEE OPERATION BR.

Re: The Atchison, Topeka and Santa Fe
Railway Company, Equipment Trust,
Series P, Supplement No. 1 dated
May 1, 1980

Dear Ms. Mergenovich:

Enclosed herewith for filing and recording with the Commission, pursuant to 49 U.S.C. § 11303, are two executed counterparts of a Supplement, dated as of May 1, 1980, between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement constitutes an amendment to an Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1980, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series P, was created. The Trust Agreement was filed and recorded with the Commission on January 14, 1980, and assigned Recordation No. 11366.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

- (24) 3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5160, both inclusive;
- (14) 3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive;
- (46) 26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98600 to 98645, both inclusive.

In addition, the Supplement corrects certain information on Schedule A to the Trust Agreement.

Ms. Agatha L. Mergenovich
Page Two
May 23, 1980

For the convenience of the parties, I have enclosed additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe
Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The Vendors:

General Motors Corporation
(Electro Motive Division)
100 Jorie Boulevard
La Grange, Illinois 60525
(24) 3,000 H.P. Diesel Locomotives and
(14) 3,500 H.P. Diesel Locomotives

Trinity Industries, Inc.
4001 Irving Boulevard
Dallas, Texas 75207
(46) 26,000 gallon Tank Cars

A check in the amount of \$10.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Yours very truly,

Gus Svolos / LBM
Gus Svolos
General Counsel

JQG/LBM:clr
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/27/80

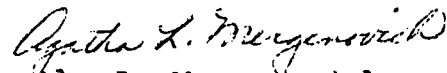
OFFICE OF THE SECRETARY

Gus Svolos
General Counsel
The Atchison, Topeka, & Santa Fe RYW. Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/27/80 at 4:10pm, and assigned re-recording number(s). 11366-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

EQUIPMENT TRUST, SERIES P MAY 27 1980 - 4 10 PM

INTERSTATE COMMERCE COMMISSION

Supplement No. 1, dated as of May 1, 1980, to Equipment Trust Agreement, dated as of January 1, 1980 (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series P, is created.

WHEREAS, in accordance with Section 3.2 of the Agreement, the Company has the obligation to acquire railroad equipment to be included in said Equipment Trust (the "Trust Equipment") which has a cost of not less than 125% of the aggregate principal amount of Equipment Trust Certificates (the "Certificates") issued pursuant to the Trust Agreement; and

WHEREAS, the Company now desires to add additional railroad equipment to be included in said Equipment Trust;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.5 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
24	3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5160, both inclusive	\$875,000	\$21,000,000
14	3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive . . .	765,000	10,710,000
46	26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc., builder; Nos. 98600 to 98645, both inclusive	45,000	2,070,000
Total Additional Equipment			<u>\$33,780,000</u>

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement and further reflecting a correction to the description of certain trust equipment. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President-Finance

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS
as Trustee

By 
Vice President

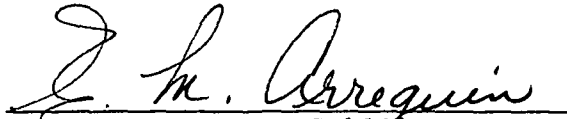
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 23rd day of May, 1980, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My Commission Expires: ~~FEBRUARY~~ 2, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 23rd day of May, 1980, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My Commission Expires: NOVEMBER 29, 1980

Revised in accordance with Supplement No. 1,
dated as of May 1, 1980.

[Equipment Trust, SERIES P]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Per Unit</u>	Estimated <u>Cost</u>	<u>Total</u>
15	2250 HP Diesel-electric Locomotives, Model E-23-7, General Electric Company, builder; numbered 6390 to 6404, inclusive.....	\$642,600		\$ 9,639,000
450	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 178550 to 178999, inclusive.....	42,500		19,125,000
4	235-ton Heavy-duty Flat Cars, with roller bearing trucks, Maxson Corporation, builder; numbered 90001 to 90004 inclusive.....	235,000		940,000
4	62' Insulated Box Cars, 100-ton capacity, with roller bearing trucks, PACCAR, Inc., builder; numbered 625374 to 625377 inclusive.....	80,000		320,000
24	3,000 H.P. Diesel Locomotives (Model SD- 40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5160, both inclusive;	875,000		21,000,000
14	3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive;	765,000		10,710,000
46	26,000-gallon Tank Cars, with roller- bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98600 to 98645, both inclusive.....	45,000		2,070,000
Total.....				<u>\$63,804,000</u>